REMARKS

Amendments

The definitions of certain substituents and elements for the compounds recited in the claims have been narrowed by the amendments above. Most of the above amendments are made to simplify examination by further defining the cyclic structures and substituents to facilitate withdrawal of the restriction requirement. They are not made for purposes of patentability. This is the case for all of the amendments made to the method claims.

The amendments to the substituent R^1 in claims 31, 37, 43, 49 and 66 and substituent R^a in claim 55 restricting the alkyl groups to C_3-C_6 alkyl are made to exclude methyl and further distinguish prior art references of record such as A.J. Boulton.

Restriction

Applicants respectfully request reconsideration of the requirement of the restriction. While it is stated in the office action that search and examination of the entire application would be a serious burden without restriction, no evidence has been presented that the search and examination of Groups I and II can not take place simultaneously. No classes and subclasses for the subject matter of Group II have been identified. Common structural features such as urea functionality and the five membered cyclic structure on one side of the urea functional group may prescribe a common search field or strategy for the subject matter of Groups I and II, particularly if a structure search is performed on a computer. In which case, it should not be an undue burden to search and examine compounds with these common structural features simultaneously.

Rejection under 35 USC §112, first paragraph

The pending claims satisfied the requirements of 35 USC §112, first paragraph prior to the above amendments and still satisfy these requirements. There is no evidence of record to the contrary. Reference is made in the Office Action to the factors set forth in *In Re Wands,* 858 F.2d. 731, 8 USPQ2d 1400 (Fed. Cir. 1988), for considering whether the claimed subject matter

F.2d. 731, 8 USPQ2d 1400 (Fed. Cir. 1988), for considering whether the claimed subject matter is enabled by the specification. Factors specifically identified are: the breadth of the claims, the level of predictability in the art and the amount of direction provided by the inventor. Conclusions have been made with regard to these factors but no evidence has been presented to support or explain these conclusions. No mention is made of the 397 specific compounds identified in the tables of the specification with respect to the direction offered by the inventors. These compounds include structures other than phenyl and pyridyl. The general and specific disclosure within the specification clearly provides sufficient direction to make and use the compounds claimed and perform the methods claimed. No reasons are given within the office action why these teachings are inadequate and no evidence has been presented to support a finding that one skilled in the art could not use the genus as a whole without undue experimentation.

Assays for the inhibition of raf Kinase activity are well known to those skilled in the art and routine. It is not necessary to provide results of cellular assays and in-vivo assays for any of the claimed compounds. One skilled in the art could determine the raf Kinase inhibiting activity of a particular compound without undue experimentation. Therefore, the specification satisfies the requirements of 35 USC §112, first paragraph in providing an enabling disclosure for the full scope of the claimed subject matter.

Information Disclosure Statements

Acknowledgement that the Information Disclosure Statements filed on October 18, 2000, June 27, 2001 and May 1, 2002 have been received and the references considered is respectfully requested.

Conclusion

Withdrawal of the restriction requirement and the rejection under 35 USC §112, first paragraph are earnestly solicited and consideration of the amended claims and cited references are respectfully requested.

The Commissioner is hereby authorized to charge any fees associated with this response or credit any overpayment to Deposit Account No. 13-3402.

Respectfully submitted,

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Attorney Docket No.: **BAYER 8 C1**

Date: **October 7, 2002**

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VERSION WITH MARKINGS TO SHOW CHANGES MADE

IN THE CLAIMS

Please amend claims -- as follows:

1. A method for the treatment of cancerous cell growth mediated by raf kinase comprising administering a compound of formula I

A-NH-C-NH-B I

wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is~~ substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n, wherein n is 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl ~~[C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl,]~~ up to per halo-substituted C_1-C_{10} alkyl, up to per halo-substituted C_2-C_{10} alkenyl, up to per halo-substituted C_1-C_{10} alkoxy, up to per halo-substituted C_3-C_{10} cycloalkyl, ~~[substituted C_4-C_{23} alkheteroaryl]~~and -Y-Ar;

~~wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halo substitution;~~

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl]~~ up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl~~[,]~~ and up to per-

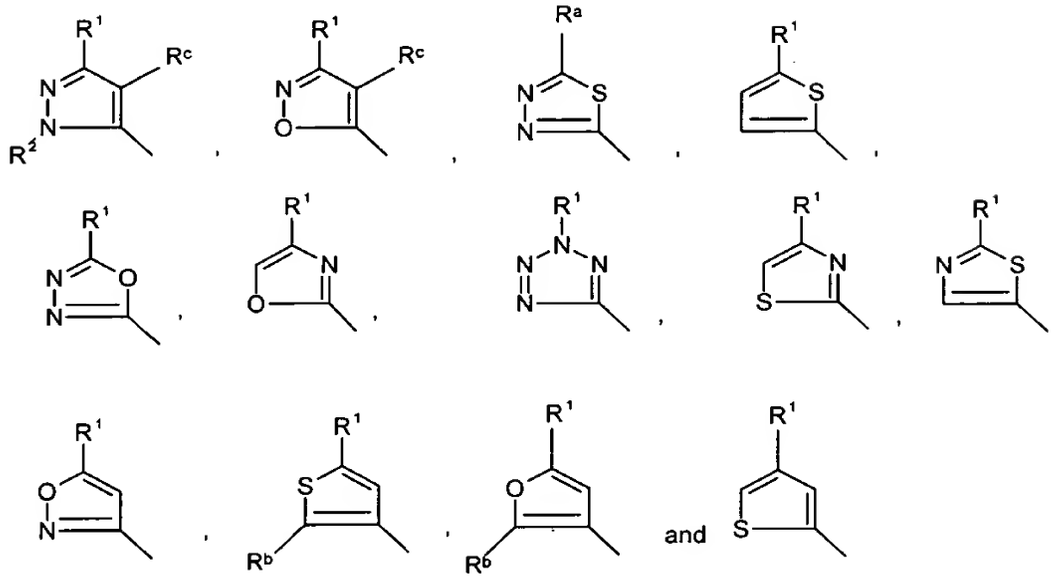
halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl~~,

wherein Y is - O-, -S-, -N(R^5)-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -(CH_2)$_m$O-, -$NR^5C(O)NR^5$ $NR^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -(CH_2)$_m$S-, -(CH_2)$_m$N(R^5)-, -O(CH_2)$_m$-, -CHX^a, -CX^a_2-, -S-(CH_2)$_m$- and -N(R^5)(CH_2)$_m$-,

m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally ~~a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or~~ substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, -CO_2R^5, -$C(O)NR^5R^{5'}$, -C(O)- NR^5, -NO_2, -OR^5, - SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$C(O)R^5$, -$NR^5C(O)R^{5'}$, -SO_2R^5, $SO_2NR^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per halo-substituted C_1-C_{10} alkyl, and up to per halo-substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, =O, -OR^5, -SR^5, -NO_2, -$NR^5R^{5'}$, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$, -C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, , C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl,~~ and

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl;

R^2 is selected from the group consisting of H, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl,

where R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^4$, $-C(O)-NR^3R^{3'}$, $-NO_2$, $-OR^4$, $-SR^4$, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, $-OR^4$, $-SR^4$, $-NR^4R^{4'}$, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^4R^{4'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, , <u>phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl</u> ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, <u>and</u> up to per-

halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl ~~C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl~~; and

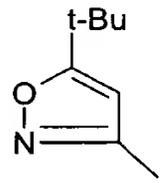
wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, , phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl; C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, and up to per-halosubstituted, phenyl, pyridinyl, naphthyl, isoquinolinyl or quinolinyl ~~C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl~~,

R^a is C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl; and

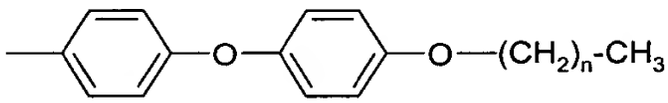
R^b is hydrogen or halogen,

R^c is hydrogen, halogen, C_1-C_{10} alkyl, up to per-halosubstituted C_1-C_{10} alkyl or combines with R^1 and the ring carbon atoms to which R^1 and R^c are bound to form a 5- or 6-membered cycloalkyl, aryl or hetaryl ring with 0-2 members selected from O, N and S;

subject to the proviso that where A is

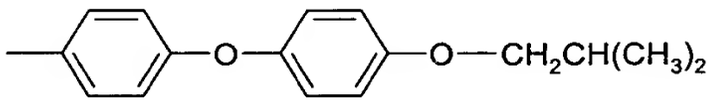


B is not



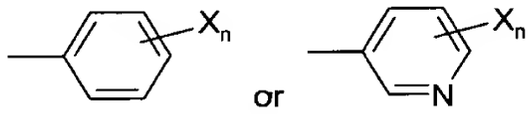
wherein n = 2-4,

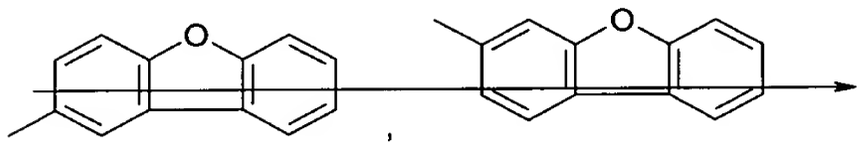
or

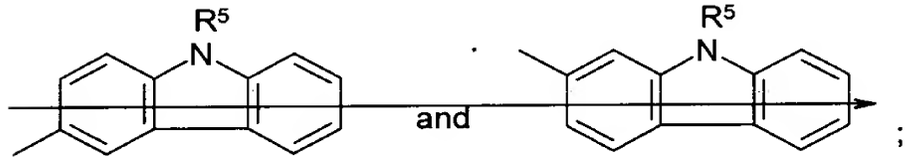


.

2. A method as in claim 1, wherein B is ~~up to a tricyclic aromatic ring structure selected from the group consisting of~~







;

which is substituted or unsubstituted by halogen, up to per-halosubstitution, and wherein

n = ~~0-3~~ 1-3 and

each X is independently selected from the group consisting of ~~-CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, -SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, -C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, and substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_1-C_{10} alkoxy, substituted C_3-C_{10} cycloalkyl substituted C_4-C_{23} alkheteroaryl and~~ C_{1-4} alkyl, up to per-halosubstituted C_{1-4} alkyl and -Y-Ar;

~~wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, -NO_2, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;~~

~~wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-~~

~~C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted , C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl~~,

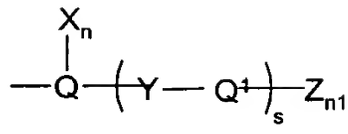
wherein Y is - O-, -S-, $-N(R^5)-$, $-(CH_2)_{-m}$, -C(O)-, -CH(OH)-, $-(CH_2)_mO-$, $-NR^5C(O)NR^5\ NR^{5'}-$, $-NR^5C(O)-$, $-C(O)NR^5-$, $-(CH_2)_mS-$, $-(CH_2)_mN(R^5)-$, $-O(CH_2)_m-$, $-CHX^a$, $-CX^a{}_2-$, $-S-(CH_2)_m-$ and $-N(R^5)(CH_2)_m-$,

m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally ~~a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or~~ substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-C(O)R^5$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl~~, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per halo-substituted C_1-C_{10} alkyl, and up to per halo-substituted C_3-C_{10} cycloalkyl,

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl and up to per-halosubstituted C_3-C_{10} cycloalkyl ~~[substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, =O, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, , C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl~~.

3. A method of claim 1, wherein B is



wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is <u>phenyl or pyridinyl,</u> ~~a six member aromatic structure containing 0-2 nitrogen~~, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is <u>phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted</u> ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted~~ by halogen up to per-halosubstitution,

X, Z, n and n1 are as defined in claim 1, and s = 0 or 1.

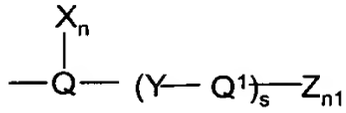
4. A method as in claim 3, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, ~~or Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution,~~ and

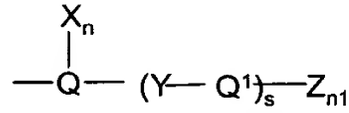
~~Z and X are~~ <u>each X is</u> independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, <u>and</u> C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

6. A method as in claim 5, wherein B is of the formula



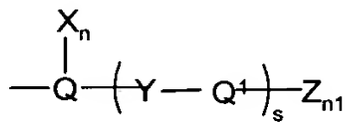
wherein Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, -CH_2S-, -SCH_2-, -CH_2O-, -OCH_2- or –CH_2-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 ~~-SCH_3 or –NH-C(O)-C_pH_{2p+1}, wherein p is 1-4, n = 0~~ n = 0 or 1, s = 1 and n1 = 0-1.

10. A method as in claim 9, wherein B is of the formula



Q is phenyl or pyridinyl, optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, -C(O)- or –CH_2-, ~~X is CH_3~~ X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl and Z is as defined in claim 1 ~~-NH-C(O)-C_pH_{2p+1}, wherein p is 1-4, CH_3, OH, OCH_3, C_2H_5, CN or C(O)~~CH_3, n = 0 or 1, s = 0 or 1 and n1 = 0 or 1.

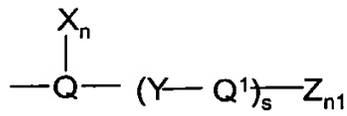
14. A method as in claim 13, wherein B is of the formula



Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl, benzothiazolyl or pyridinyl optionally substituted by halogen up to per-halosubstitution,

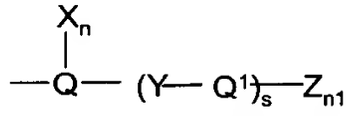
Y is –O-, -S- or -CH_2-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1 ~~-CH_3, -Cl, -OC_2H_5 or -OCH_3, n = 0~~ n = 0 or 1, s = 1, and n1 = 0 or 1.

18. A method as in claim 17, wherein B is of the formula



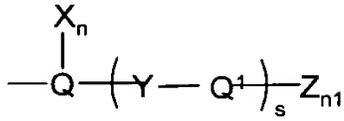
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O- or -S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1, n = 0 or 1 ~~Z is Cl, CH_3, OH or OCH_3, n = 0~~, s = 0 or 1 and n1 = 0-2.

22. A method as in claim 21, wherein B is of the formula



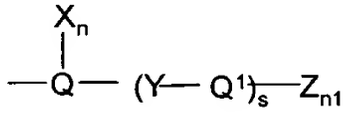
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O- or –S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, s = 1, ~~n = 0 and n1 = 0~~ Z is as defined in claim 1, n = 0 or 1 and n1 = 0 or 1.

26. A method as in claim 25, wherein B is up to per-halosubstituted phenyl, up to perhalosubstituted pyridinyl, or of the formula



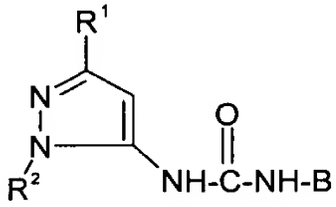
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1 ~~-Cl, -CH_3, -OH or -OCH_3, n = 0~~ n = 0 or 1, s = 0 or 1 and n1 = 0-2.

29. A method as in claim 28, wherein B is of the formula



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X is C_1-C_4 alkyl or up to per-halosubstituted C_1-C_4 alkyl, Z is as defined in claim 1,n = 0 or 1 ~~-Cl or -OCH_3, n = 0~~, s = 0 or 1 and n1 = 0-2.

31. A compound of the formula



wherein R^2 is selected from the group consisting of H, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, ~~C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl,~~ where if R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^4$, $-C(O)-NR^3R^{3'}$, $-NO_2$, $-OR^4$, $-SR^4$, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, ~~$-OR^4$, $-SR^4$, $-NR^4R^{4'}$, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^4R^{4'}$;~~ C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl~~,~~ and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl;~~ and

wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl; C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl~~,~~ and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

wherein R^1 is selected from the group consisting of ~~halogen,~~ ~~C_3-C_{10}~~ C_3-C_6 alkyl, ~~C_{1-13} heteroaryl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{10}~~ C_3-C_6 cycloalkyl, up to per-halosubstituted ~~C_1-C_{10}~~ C_3-C_6 alkyl and up to per-halosubstituted ~~C_3-C_{10}~~ C_3-C_6 cycloalkyl~~, up to per-halosubstituted C_{1-13} heteroaryl, up to per-halosubstituted C_{6-14} aryl , and up to per-halosubstituted C_{7-24} alkaryl;~~

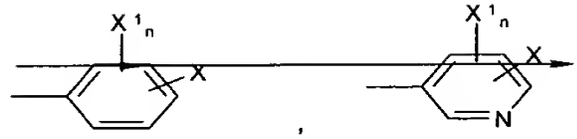
~~R^e is hydrogen, halogen, C_{1-10} alkyl, up to per-halosubstituted C_{1-10} alkyl or combines with R^1 and the ring carbon atoms to which R^1 and R^e are bound to form a 5 or 6 member cycloalkyl, aryl or heteroaryl ring with 0-2 members selected from O, N, and S;~~

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl;

substituted by phenyl, pyridinyl or -Y-Ar,

wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and

optionally substituted by X^1_n ~~up to a tricyclic aromatic ring structure selected from the group consisting of:~~



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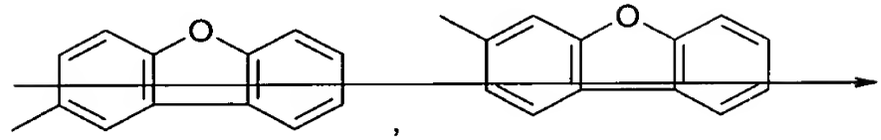

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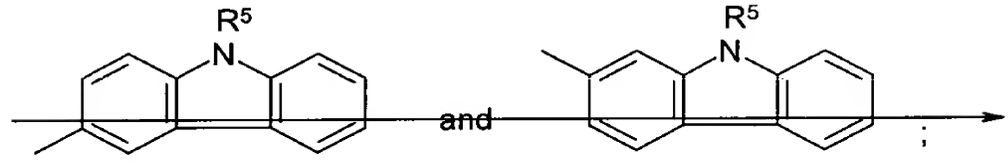


;

~~which is substituted or unsubstituted by halogen, up to per-halosubstitution,~~ and wherein n = 0-2; each X^1 is independently selected from the group of ~~X or from the group consisting of~~ –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-NO_2$, $-NR^5R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl and C_7-C_{24} alkaryl, and~~ ~~X is selected from the group consisting of~~ $-SR^5$, $-NR^5C(O)OR^{5'}$, $NR^5C(O)R^{5'}$, ~~C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_3-C_{10} cycloalkyl, ~~substituted C_6-C_{14} aryl, substituted C_7-C_{24} alkaryl, substituted C_3-C_{13} heteroaryl, substituted C_4-C_{23} alkheteroaryl, and Y-Ar,~~

~~wherein if X~~ wherein if X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, NO_2, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen

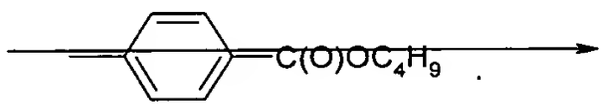
up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl; up to per-halosubstituted C_{2-10}-alkenyl~~;~~ and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

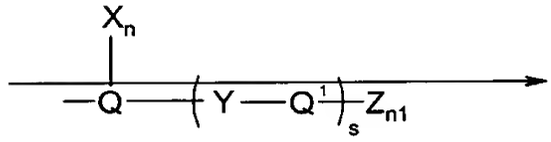
wherein Y is -O-, -S-, -N(R^5)-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_m$S-, -$(CH_2)_m$N(R^5)-, -O$(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -N(R^5)$(CH_2)_m$-,

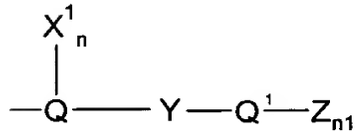
m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, =O, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, - $NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, -SO_2R^5, -SO_2R^5 $R^{5'}$ C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, and substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, =O, -OR^5, -SR^5, -NO_2, -$NR^5R^{5'}$, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl, ~~, C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl ,and C_7-C_{24} alkaryl, subject to the proviso that where R^1 is t-butyl and R^2 is methyl, B is not~~



32. A compound of claim 31, wherein B is





wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$, and $-OCH_2-$,

X^a is halogen,

Q is ~~a six member aromatic structure containing 0-2 nitrogen,~~ phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution,~~ X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo,

~~X,~~ Z, n and n1 are as defined in claim 31 ~~and s = 0 or 1~~.

33. A compound of claim 32, wherein

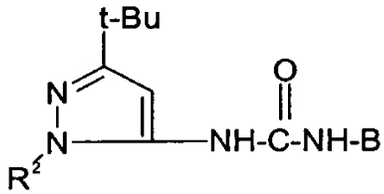
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, ~~substituted or unsubstituted~~ optionally substituted by halogen, up to per-halo, ~~or -Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per halosubstitution,~~ and X^1 is as defined in claim 32, and

Z ~~and X are independently~~ is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

34. A compound of claim 32, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, $-CH_2S-$, $-SCH_2-$, $-CH_2O-$, $-OCH_2-$ or $-CH_2-$, X^1 is as defined in claim 32, and Z is $-SCH_3$, or $-NH-C(O)-C_pH_{2p+1}$, wherein p is 1-4, n = 0 or 1 ~~n = 0~~, ~~s = 1~~ and n1 = 0-1 .

35. A compound of ~~claim 31 of~~ the formula



wherein R^2 is as defined in claim 31 and B ~~are as defined in claim 31~~ is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n, wherein n is 0-3 and each X is

independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$, -NO_2, -OR^5, - SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per halo-substituted C_1-C_{10} alkyl, up to per halo-substituted C_2-C_{10} alkenyl, up to per halo-substituted C_1-C_{10} alkoxy, up to per halo-substituted C_3-C_{10} cycloalkyl, and -Y-Ar;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, and up to per-halosubstituted phenyl, pyridinyl, naphthyl, isoquinolinyl and quinolinyl

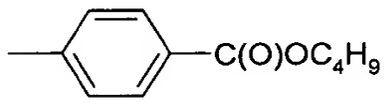
wherein Y is - O-, -S-, -$N(R^5)$-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5$ $NR^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

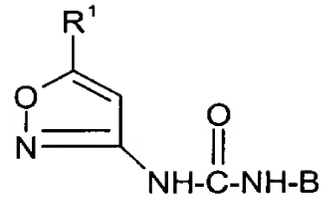
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, -CO_2R^5, -$C(O)NR^5R^{5'}$, -C(O)- NR^5, -NO_2, -OR^5, - SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$C(O)R^5$, -$NR^5C(O)R^{5'}$, -SO_2R^5, $SO_2NR^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, up to per halo-substituted C_1-C_{10} alkyl, and up to per halo-substituted C_3-C_{10} cycloalkyl,

subject to the proviso that where R^a is methyl

B is not



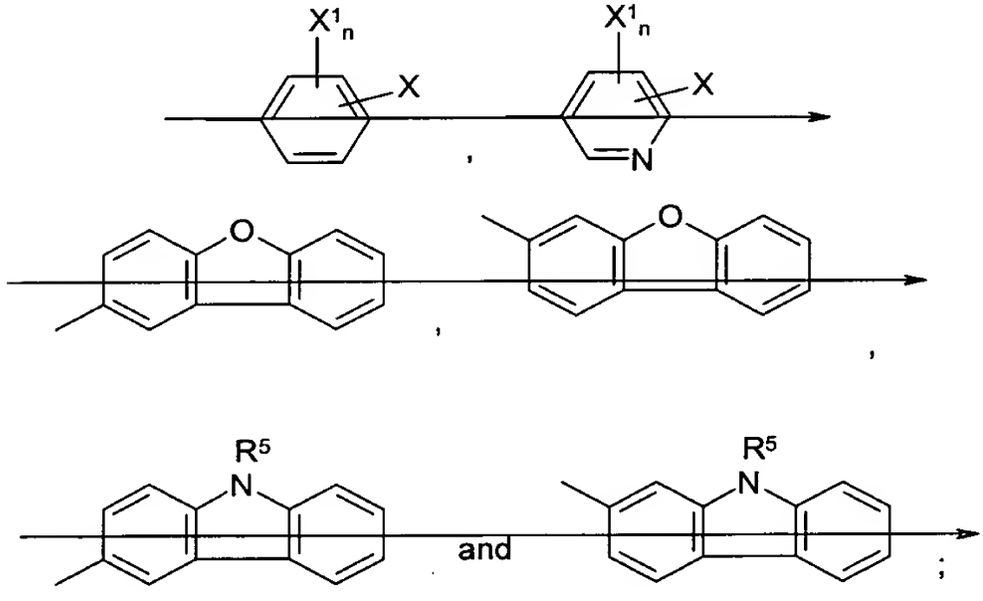
37. A compound of the formula



wherein R^1 is selected from the group consisting of ~~halogen,~~ ~~C_3-C_{10}~~ C_3-C_6 alkyl, ~~C_3-C_{10}~~-C_3-C_6 cycloalkyl,

~~C_{1-13}-heteroaryl, C_{6-14}-aryl, C_{7-24}-alkaryl,~~ up to per-halosubstituted ~~C_1-C_{10}~~ C_3-C_6 alkyl and up to per-halosubstituted ~~C_3-C_{10}~~ C_3-C_{10} cycloalkyl~~, up to per-halosubstituted C_{1-13}-heteroaryl, up to per-halosubstituted C_{6-14}-aryl , and up to per-halosubstituted C_{7-24}-alkaryl;~~

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl or naphthyl ~~up to a tricyclic aromatic ring structure selected from the group consisting of~~



which is

substituted by X, optionally substituted ~~substituted or unsubstituted~~ by halogen, up to per-halosubstitution, and

optionally substituted by X^1_n wherein n = 0-2;

each X^1 is independently selected from the group of X or from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, - NO_2, -$NR^5R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, and C_6-C_{14} aryl ~~and C_7-C_{24} alkaryl,~~ and

X is selected from the group consisting of -SR^5, -$NR^5C(O)OR^{5'}$, $NR^5C(O)R^{5'}$, C_3-C_{13} heteroaryl, ~~C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_6-C_{14} aryl, ~~substituted C_7-C_{24} alkaryl,~~ substituted C_3-C_{13} heteroaryl, ~~substituted C_4-C_{23} alkheteroaryl,~~ and –Y-Ar, and

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, NO_2, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

wherein Y is - O-, -S-, -$N(R^5)$-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

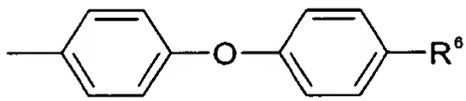
m = 1-3, and X^a is halogen; and

Ar is wherein B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein

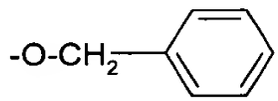
nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, and substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl, ~~, C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl ,and C_7-C_{24} alkaryl,~~

subject to the proviso that where R^1 is t-butyl,

B is not

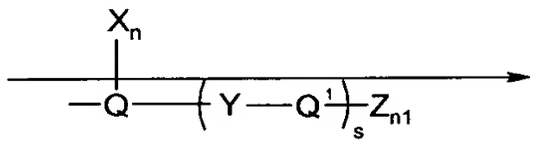


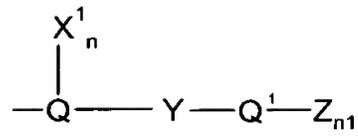
wherein R^6 is -NHC(O)-O-t-butyl, -O-n-pentyl, -O-n-butyl, -O-n-propyl, $-C(O)NH-(CH_3)_2$, $-OCH_2CH(CH_3)_2$, or



38. A compound of claim 37, wherein B is

~~wherein~~





Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-2 nitrogen;~~ substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S,~~ unsubstituted or unsubstituted by halogen up to per-halosubstitution, X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo, and

~~X,~~ Z, n and n1 are as defined in claim 37 ~~and s = 0 or 1~~.

39. A compound of claim 38, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted ~~or unsubstituted~~ by halogen, up to per-halo, ~~or -Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution,~~ X^1 is as defined in claim 38 and

Z ~~and X are independently~~ is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6

and R^7 can be substituted by halogen or up to per-halosubstitution.

40. A compound of claim 38, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is pyridinyl, phenyl or benzothiazolyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S-, -C(O)- or $–CH_2$-, X^1 is as defined in claim 38, ~~and~~ Z is–NH-C(O)-C_pH_{2p+1}, wherein p is 1-4, $-CH_3$, -OH, $-OCH_3$, $-OC_2H_5$, -CN or $–C(O)CH_3$, n = 0 or 1, ~~s = 0 or 1~~ and n1 = 0 or 1.

41. A compound as in claim ~~22~~ 37 selected from the group consisting of:

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-acetylphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-benzoylphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-phenyloxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methylaminocarbonylphenyl)-thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-(1,2-methylenedioxy)phenyl)-oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)thiophenyl)urea;

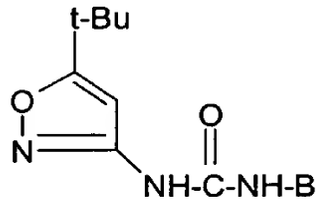
N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-methyl-3-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(2-benzothiazolyl)oxyphenyl)urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-thiophenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(2-methyl-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-thiophenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(3-methylcarbamoyl)phenyl)oxyphenyl) urea;
and pharmaceutically acceptable salts thereof.

42. A compound of ~~claim 37 of~~ the formula



wherein B ~~is as defined in claim 37~~ is 5-methyl-2-thienyl or

selected from the group consisting of phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n, wherein n is 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl, up to per halo-substituted C_1-C_{10} alkyl, up to per halo-substituted C_2-C_{10} alkenyl, up to per halo-substituted C_1-C_{10} alkoxy and, up to per halo-substituted C_3-C_{10} cycloalkyl,

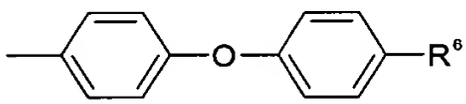
wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, phenyl, pyridinyl, naphthyl, isoquinolinyl, quinolinyl up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_2-C_{10} alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is - O-, -S-, $-N(R^5)-$, $-(CH_2)_m-$, -C(O)-, -CH(OH)-, $-(CH_2)_mO-$, $-NR^5C(O)NR^5\ NR^{5'}-$, $-NR^5C(O)-$, $-C(O)NR^5-$, $-(CH_2)_mS-$, $-(CH_2)_mN(R^5)-$, $-O(CH_2)_m-$, $-CHX^a-$, $-CX^a_2-$, $-S-(CH_2)_m-$ and $-N(R^5)(CH_2)_m-$,

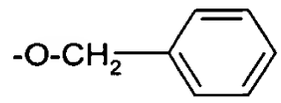
m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, =O, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, -C(O)- NR^5, $-NO_2$, $-OR^5$, - SR^5, - $NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-C(O)R^5$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $SO_2NR^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, C_3-C_{10} cycloalkyl, up to per halo-substituted C_1-C_{10} alkyl and up to per halo-substituted C_3-C_{10} cycloalkyl; subject to the proviso that

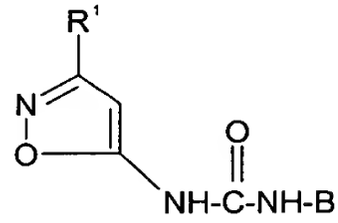
B is not



wherein R^6 is -NHC(O)-O-t-butyl, -O-n-pentyl, -O-n-butyl, -O-n-propyl, $-C(O)NH-(CH_3)_2$, $-OCH_2CH(CH_3)_2$, or

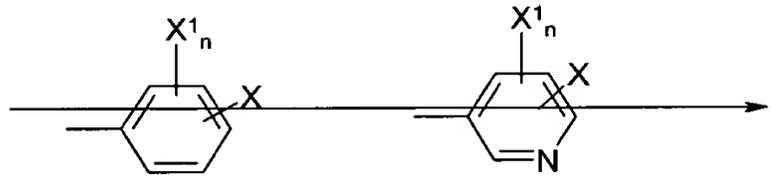


43. A compound of the formula



wherein R^1 is selected from the group consisting of ~~halogen, C_3-C_{10}~~ C_3-C_6 alkyl, ~~C_{1-13}-heteroaryl, C_{6-14}-aryl, C_{7-24}-alkaryl, C_3-C_{10}~~ C_3-C_6 cycloalkyl, up to per-halosubstituted ~~C_1-C_{10}~~ C_3-C_6 alkyl, and up to per-halosubstituted C_3-C_6 ~~C_3-C_{10}~~ cycloalkyl, ~~up to per-halosubstituted C_{1-13}-heteroaryl, up to per-halosubstituted C_{6-14}-aryl, and up to per-halosubstituted C_{7-24}-alkaryl;~~ and

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl or naphthyl ~~an aromatic ring structure selected from the group consisting of~~



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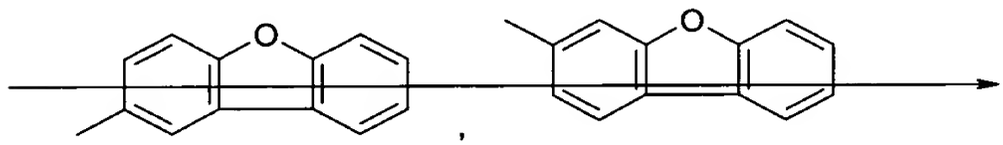

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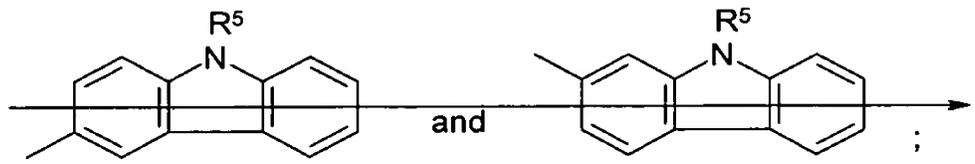


and ;

which is substituted by X, optionally substituted ~~or unsubstituted~~ by halogen, up to per-halosubstitution, and optionally substituted by X^1_n, wherein n = 0-2;

each X^1 is independently selected from the group of X or from the group consisting of –CN, -CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, - NO_2, -$NR^5R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl and C_7-C_{24} alkaryl, and

X is selected from the group consisting of -SR^5, -$NR^5C(O)OR^{5'}$, $NR^5C(O)R^{5'}$, C_3-C_{13} heteroaryl, ~~C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_6-C_{14} aryl, ~~substituted C_7-C_{24} alkaryl,~~ substituted C_3-C_{13} heteroaryl, ~~substituted C_4-C_{23} alkheteroaryl,~~ and –Y-Ar, and wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN,

-CO_2R^5, -$C(O)R^5$, -$C(O)NR^5R^{5'}$, -OR^5, -SR^5, -$NR^5R^{5'}$, NO_2, -$NR^5C(O)R^{5'}$,

-$NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

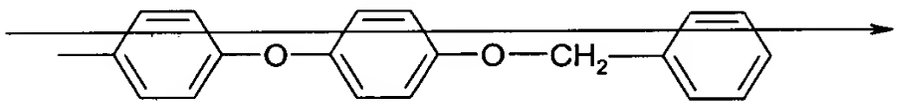
wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

wherein Y is - O-, -S-, -$N(R^5)$-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

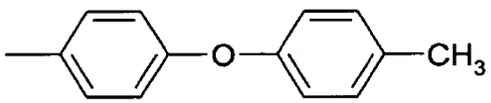
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by

halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl~~,~~ and substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$ and $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl, ~~C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl ,and C_7-C_{24} alkaryl, and where R^1 is t-butyl, B is not~~



and where R^1 is –CH_2-t-butyl,

B is not



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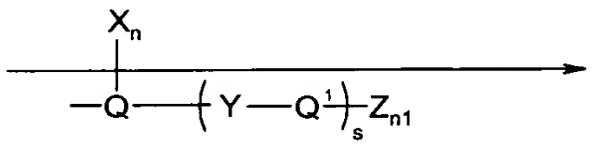
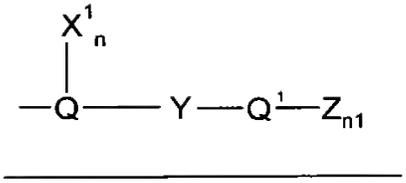
44. A compound of claim 43, wherein B is





wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-4 nitrogen,~~ substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-2 members of the group consisting of N, O and S,~~ unsubstituted or unsubstituted by halogen up to per-halosubstitution,

~~X,~~ Z, n and n1 are as defined in claim 43 ~~and s = 0 or 1~~ and X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo.

45. A compound of claim 44, wherein

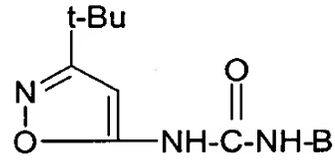
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted ~~or unsubstituted~~ by halogen, up to per-halo~~, or Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution,~~ X^1 is as defined in claim 44 and

Z ~~and X are independently~~ is selected from the group consisting of $-R^6$, $-OR^6$ and –

NHR^7, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

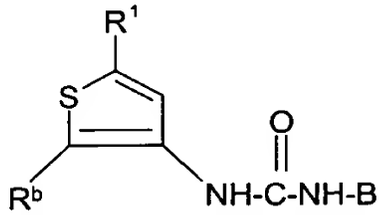
46. A compound ~~of claim 43~~ of the formula



wherein B is as defined in claim ~~43~~ 1,

47. A compound of claim 44, wherein Q is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl, benzothiazolyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O-, -S- or -CH_2-, X^1 is as defined in claim 44, n = 0 or 1, Z is -CH_3, -Cl-, OC_2H_5 or –OCH_3, ~~n = 0, s = 1,~~ and n1 = 0 or 1.

49. A compound of the formula



wherein R^1 is selected from the group consisting of ~~halogen, C_3-C_{10}~~ C_3-C_6 alkyl, ~~C_{1-13}-heteroaryl, C_{6-14}-aryl, C_{7-24}-alkaryl, C_3-C_{10}~~ C_3-C_6 cycloalkyl, up to per-halosubstituted ~~C_1-C_{10}~~ C_3-C_6 alkyl and up to per-halosubstituted ~~C_3-C_{10}~~ C_3-C_6 cycloalkyl, ~~up to per-halosubstituted C_{1-13}-heteroaryl, up to per-halosubstituted C_{6-14}-aryl, and up to per-halosubstituted C_{7-24}-alkaryl;~~

R^b is hydrogen or halogen and

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl

substituted by phenyl, pyridinyl or -Y-Ar,

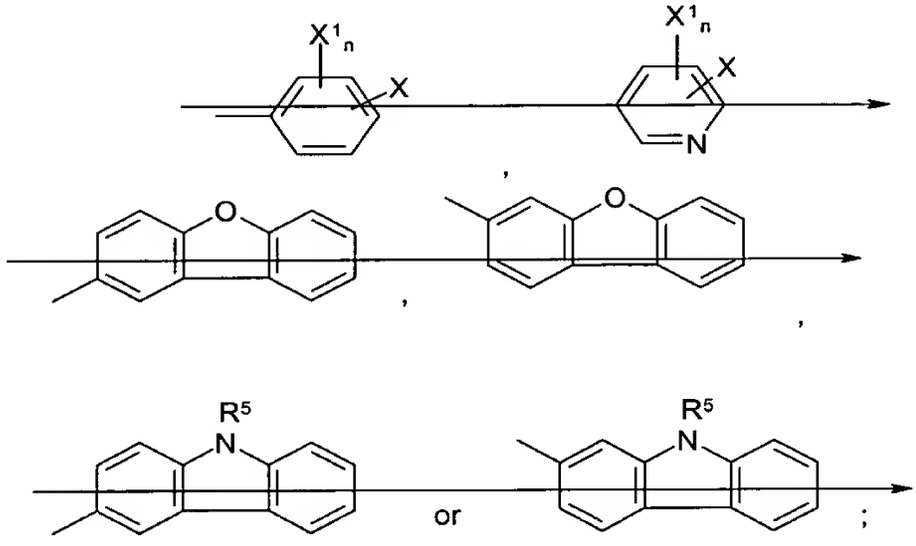
wherein the cyclic structures of B are optionally substituted by halogen, up to per halo,

and

optionally substituted by X^1_n

~~an aromatic ring structure selected from the group consisting of~~

~~which is substituted or unsubstituted by halogen, up to per-halosubstitution~~, and



wherein n = 0-2; each X^1 is independently selected from the group consisting of ~~X~~

~~or from the group consisting of ,~~ CN, $-OR^5$, $-NR^5R^{5'}$, C_1-C_{10} alkyl; ~~and~~

~~X is selected from the group consisting of~~ $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-SR^5$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, and~~ substituted C_1-C_{10} alkyl, substituted $C_{2\text{-}10}$-alkenyl, substituted $C_{1\text{-}10}$-alkoxy, and substituted C_3-C_{10} cycloalkyl, ~~substituted C_6-C_{14} aryl, substituted C_7-C_{24} alkaryl, substituted C_3-C_{13} heteroaryl, substituted C_4-C_{23} alkheteroaryl, and -Y-Ar,~~

wherein if ~~X~~ X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halo substitution;

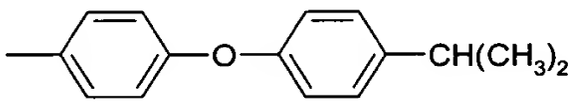
wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, $C_{2\text{-}10}$-alkenyl, C_3-C_{10}

cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl; and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

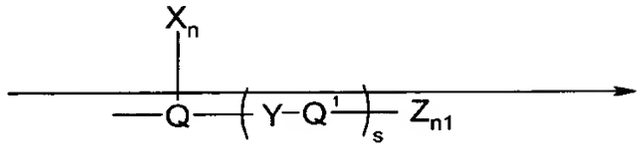
wherein Y is - O-, -S-, -N(R^5)-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_m$S-, -$(CH_2)_m$N(R^5)-, -O$(CH_2)_m$-, -CHX^a, -$CX^a{}_2$-, -S-$(CH_2)_m$- and -N(R^5)$(CH_2)_m$-, m = 1-3, and X^a is halogen; and

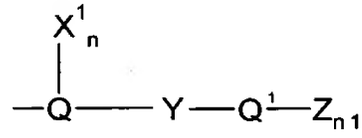
Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of–CN, -CO_2R^5, -$C(O)R^5$, =O, -$C(O)NR^5R^{5'}$, -C(O)- NR^5, -NO_2, -OR^5, - SR^5, -$NR^5R^{5'}$, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, -SO_2R^5, -$SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, and substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -$C(O)NR^5R^{5'}$, =O, -OR^5, -SR^5, -NO_2, -$NR^5R^{5'}$, -$NR^5C(O)R^{5'}$, -$NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl, ~~, C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl ,and C_7-C_{24} alkaryl,~~

subject to the proviso that where R^1 is t-butyl and R^b is H, B is not of the formula



50. A compound of claim 49, wherein B is





wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$,

X^a is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-2 nitrogen,~~ substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S,~~ ~~unsubstituted or unsubstituted~~ optionally substituted by halogen up to per-halosubstitution,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo, and

~~X,~~ Z, n and n1 are as defined in claim 49 ~~and s is 0 or 1~~.

51. A compound of claim 50, wherein

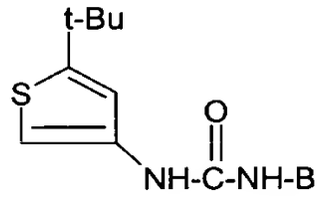
Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-

halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo, X^1 is as defined in claim 50 ~~or Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution,~~ and

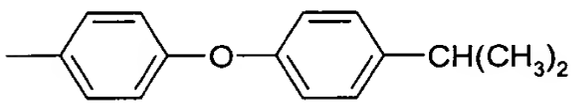
Z ~~and X are independently~~ is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

52. A compound of the formula



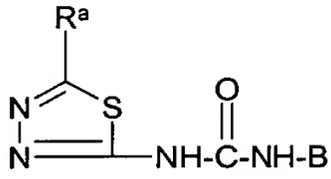
~~wherein B is as defined in claim 49.~~

wherein B is as defined in claim 1, subject to the proviso that B is not of the formula



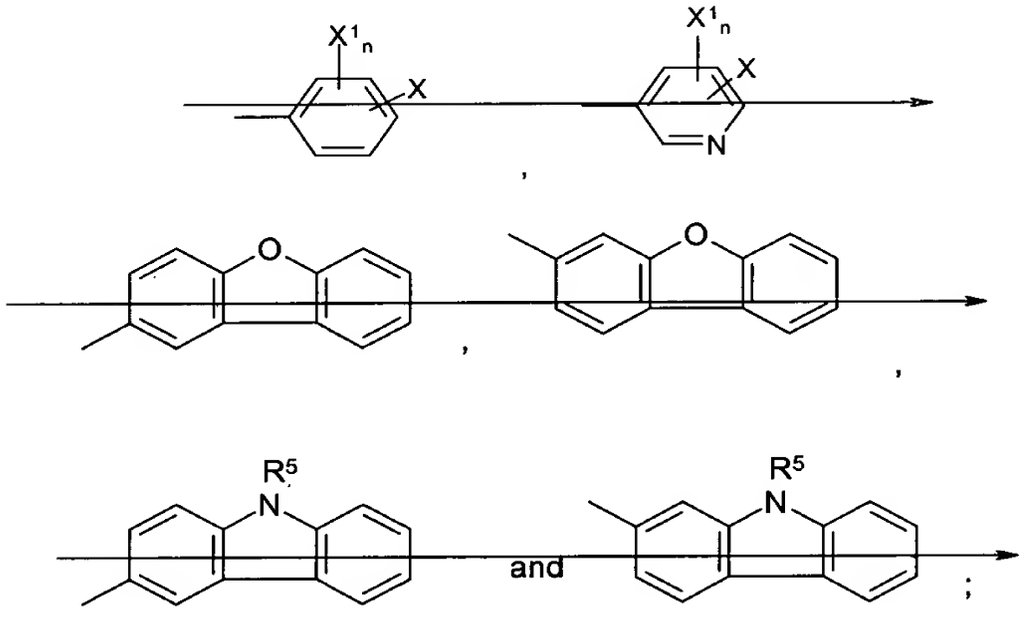
53. A compound of claim 50, wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, Z is –Cl, $-CH_3$, -OH or $-OCH_3$, X^1 is as defined in claim 50, n = 0 or 1 ~~n = 0, s = 0 or 1~~ and n1 = 0-2.

55. A compound of the formula



wherein R^a is ~~C_1-C_{10} alkyl,~~ C_3-C_6 alkyl ~~C_3-C_{10}~~ C_3-C_6 cycloalkyl, up to per-halosubstituted ~~C_1-C_{10}~~ C_3-C_6 alkyl and up to per-halosubstituted ~~C_3-C_{10}~~ C_3-C_6 cycloalkyl;

and B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl; substituted by phenyl, pyridinyl or -Y-Ar, wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by X^1_n ~~an aromatic ring structure selected from the group consisting of~~



~~which is substituted or unsubstituted by halogen, up to per-halosubstitution, and~~

wherein n = 0-2,

each X^1 is independently selected from the group consisting of ~~X or from the group consisting of~~ -CN, $-NO_2$, $-OR^5$ and C_1-C_{10} alkyl, ~~and~~

~~X is selected from the group consisting of~~ $-SR^5$, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-C_3$-C_{10} cycloalkyl, ~~$-C_6$-C_{14} aryl, $-C_7$-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, and~~ substituted C_1-C_{10} alkyl, substituted $C_{2\text{-}10}$-alkenyl, substituted $C_{1\text{-}10}$-alkoxy, and substituted C_3-C_{10} cycloalkyl, ~~substituted aryl, substituted alkaryl, substituted heteroaryl, substituted C_4-C_{23} alkheteroaryl and -Y-Ar;~~

wherein if ~~X~~ X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

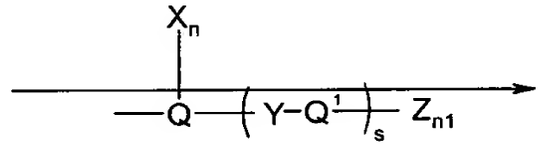
wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, $C_{2\text{-}10}$-alkenyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted $C_{2\text{-}10}$-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

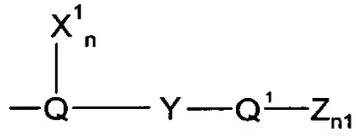
wherein Y is - O-, -S-, $-N(R^5)$-, $-(CH_2)_m$-, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5R^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, -S-$(CH_2)_m$- and $-N(R^5)(CH_2)_m$-, m = 1-3, and X^a is halogen; and

Ar is a phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;~~ wherein if Z is a substituted group, it is

substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$ and $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl, ~~, C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl, and C_7-C_{24} alkaryl.~~

56. A compound as in claim 55, wherein B is





wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$, $-OCH_2-$,

X^a is halogen,

Q is ~~a six member aromatic structure containing 0-2 nitrogen,~~ phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution,~~ phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per-halo,

~~X,~~ Z, n and n1 are as defined in claim 55, and s is 0 or 1.

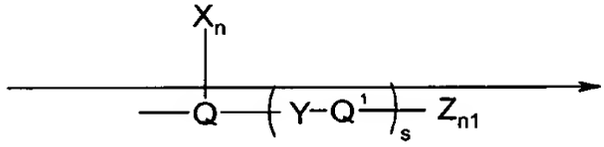
57. A compound as in claim 56, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted ~~or unsubstituted~~ by halogen, up to per-halo, ~~or Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution,~~ X^1 is as defined in claim 56 and

Z ~~and X are independently~~ is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, C_3-C_6-cycloalkyl and ~~C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

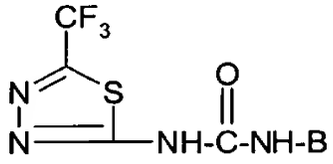
58. A compound as in claim 56, ~~wherein B is of the formula~~



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, Y is –O- or –S-, ~~s = 1, n =~~

θ X^1 is as defined in claim 56, n = 0 or 1 and n1 = 0.

59. A compound as in claim 55, of the formula



wherein B is ~~as defined in claim 55~~.

phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl

substituted by phenyl, pyridinyl or -Y-Ar,

optionally substituted by halogen, up to per halo, and

wherein each cyclic structure of B is optionally substituted by X^1_n

wherein n = 0-2; each X^1 is independently selected from the group consisting of –CN, -OR^5, -$NR^5R^{5'}$, C_1-C_{10} alkyl;

-CO_2R^5, -$C(O)NR^5R^{5'}$, -$C(O)R^5$,

-NO_2, -SR^5, -$NR^5C(O)OR^{5'}$, -$NR^5C(O)R^{5'}$, C_3-C_{10} cycloalkyl, and substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, and substituted C_3-C_{10} cycloalkyl,

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl; up to per-halosubstituted C_3-C_{10} cycloalkyl,

wherein Y is - O-, -S-, -$N(R^5)$-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_mO$-, -$NR^5C(O)NR^5R^{5'}$-, -$NR^5C(O)$-, -$C(O)NR^5$-, -$(CH_2)_mS$-, -$(CH_2)_mN(R^5)$-, -$O(CH_2)_m$-, -CHX^a, -CX^a_2-, -S-$(CH_2)_m$- and -$N(R^5)(CH_2)_m$-, m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of–CN, -CO_2R^5, -$C(O)R^5$, =O, -

C(O)NR^{5}R$^{5'}$, -C(O)- NR^5, -NO$_2$, -OR^5, - SR^5, -NR^{5}R$^{5'}$, -NR^{5}C(O)OR$^{5'}$, -NR^{5}C(O)R$^{5'}$, -SO$_2$R^5, -SO$_2$R^{5}R$^{5'}$, C$_1$-C$_{10}$ alkyl, C$_1$-C$_{10}$ alkoxy, C$_3$-C$_{10}$ cycloalkyl, substituted C$_1$-C$_{10}$ alkyl, substituted C$_3$-C$_{10}$ cycloalkyl, wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, -CO$_2$R^5, -C(O)NR^{5}R$^{5'}$, =O, -OR^5, -SR^5, -NO$_2$, -NR^{5}R$^{5'}$, -NR^{5}C(O)R$^{5'}$, -NR^{5}C(O)OR$^{5'}$, C$_1$-C$_{10}$ alkyl, C$_1$-C$_{10}$ alkoxyl, and C$_3$-C$_{10}$ cycloalkyl,

60. A compound as in claim ~~55~~ 59 selected from the group consisting of:

N-(5-*tert*-Butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(2-chloro-4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

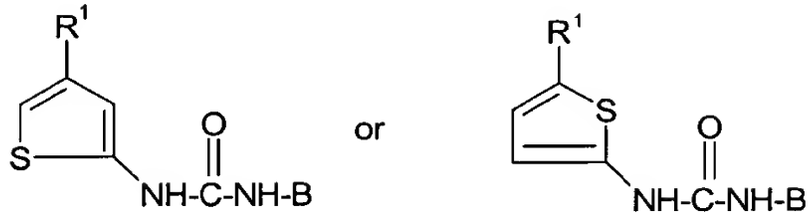
N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridyl)thiophenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(2-methyl-4-(4-(2-methylcarbamoyl)pyridyl)oxyphenyl) urea;

N-(5-(1,1-dimethylprop-1-yl)-2-(1-thia-3,4-diazolyl))-*N'*-(4-(3-carbamoylphenyl)oxyphenyl) urea;

and pharmaceutically acceptable salts thereof.

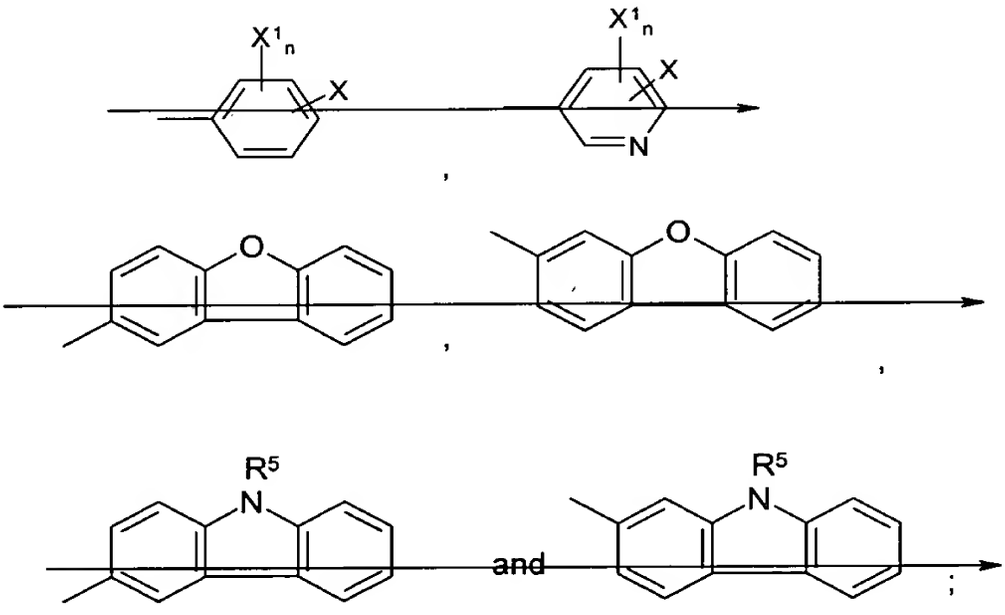
61. A compound of one of the formulae



wherein R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_{1-13}-heteroaryl, C_{6-14}-aryl, C_{7-24}-alkaryl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_{1-13}-heteroaryl, up to per-halosubstituted C_{6-14}-aryl , and up to per-halosubstituted C_{7-24}-alkaryl;

B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl substituted by phenyl, pyridinyl or -Y-Ar,

wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by X^1_n ~~an aromatic ring structure selected from the group consisting of~~



~~which is substituted or unsubstituted by halogen, up to per-halosubstitution, and~~

wherein n = 0-2;

each X^1 is independently selected from the group consisting of ~~X or from the group consisting of~~ –CN, $-OR^5$, $-NR^5R^{5'}$, C_1-C_{10} alkyl~~; and~~

~~X is selected from the group consisting of~~ ,$-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, =O, $-NO_2$, $-SR^5$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, and~~ substituted C_1-C_{10} alkyl, substituted $C_{2\text{-}10}$-alkenyl, substituted $C_{1\text{-}10}$-alkoxy, and substituted C_3-C_{10} cycloalkyl, ~~substituted C_6-C_{14} aryl, substituted C_7-C_{24} alkaryl, substituted C_3-C_{13} heteroaryl, substituted C_4-C_{23} alkheteroaryl, and -Y-Ar,~~

wherein if ~~X~~ X^1 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halo substitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, $C_{2\text{-}10}$-alkenyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted $C_{2\text{-}10}$-alkenyl, and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

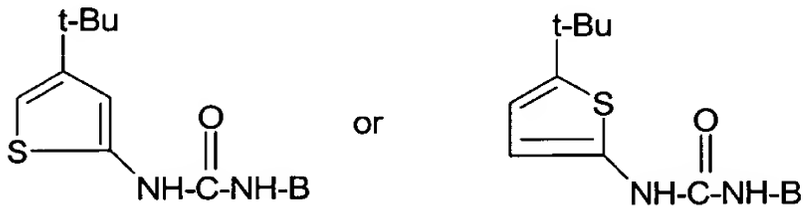
wherein Y is - O-, -S-, $-N(R^5)$-, $-(CH_2)$-$_m$, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5R^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a_2$-, -S-$(CH_2)_m$- and $-N(R^5)(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1}, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, =O, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, -C(O)- NR^5, $-NO_2$, $-OR^5$, - SR^5, - $NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, -

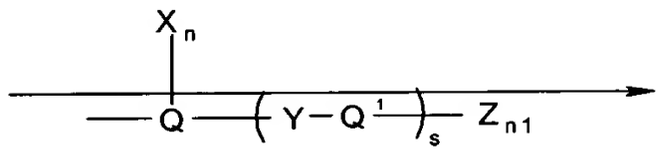
SO_2R^5, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl[~~,~~] and C_3-C_{10} cycloalkyl, ~~, C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl , and C_7-C_{24} alkaryl.~~

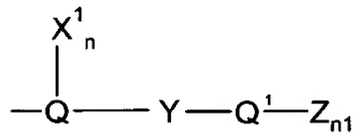
62. A compound of one of the formulae



wherein B is as defined in claim ~~61~~ 1

63. A compound of claim 61, wherein B is





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wherein

Y is selected from the group consisting of –O-, -S-, -CH_2-, -SCH_2-, -CH_2S-, -CH(OH)-, -C(O)-, -CX^a_2, -CX^aH-, -CH_2O- and -OCH_2-,

X^a is halogen,

Q is ~~a six member aromatic structure containing 0-2 nitrogen,~~ phenyl or pyridinyl substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S,~~ unsubstituted or ~~un~~substituted by halogen up to per-halosubstitution,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo,

~~X,~~ Z, n and n1 are as defined in claim 61 ~~and s is 0~~ or 1.

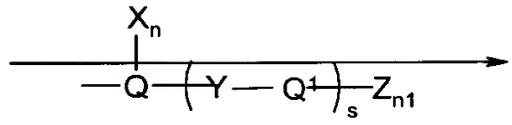
64. A compound of claim 63, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted ~~or unsubstituted~~ by halogen, up to per-halo, ~~or -Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution,~~ X^1 is as defined in claim 63 and

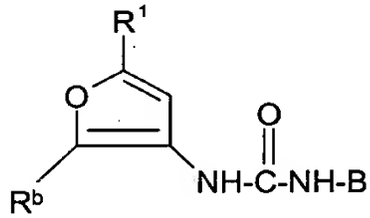
Z ~~and X are independently~~ is selected from the group consisting of –R^6, -OR^6 and –NHR^7, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

65. A compound of claim 63,



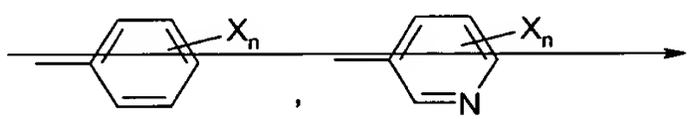
wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X^1 is as defined in claim 63, n = 0 or 1, Z is –Cl, $-CH_3$, -OH or OCH_3, ~~n = 0, s = 0 or 1~~ and n1 = 0-2.

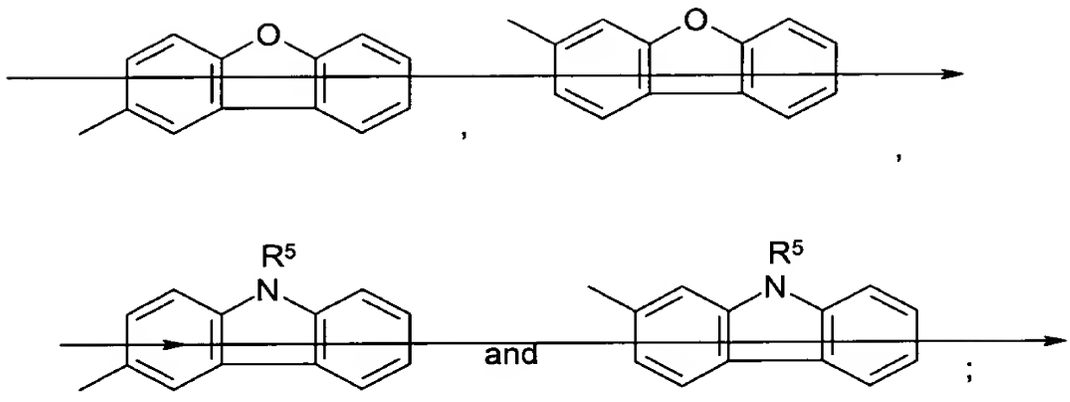
66. A compound of the formula



wherein R^1 is selected from the group consisting of ~~halogen, C_3-C_{10}~~ C_3-C_6 alkyl, C_3-C_6 ~~C3-C10~~ cycloalkyl, ~~C_{1-13}-heteroaryl, C_{6-14}-aryl, C_{7-24}-alkaryl,~~ up to per-halosubstituted ~~C_1-C_{10}~~ C_3-C_6 alkyl and up to per-halosubstituted ~~C_3-C_{10}~~ C_3-C_6 cycloalkyl ~~up to per-halosubstituted C_{1-13}-heteroaryl, up to per-halosubstituted C_{6-14}-aryl, up to per-halosubstituted C_{7-24}-alkaryl; R^b is hydrogen or halogen~~ and

wherein B is phenyl, pyridinyl, indolinyl, isoquinolinyl, quinolinyl, or naphthyl substituted by phenyl, pyridinyl or -Y-Ar, wherein the cyclic structures of B are optionally substituted by halogen, up to per halo, and optionally substituted by $X^1_{n,}$, wherein ~~up to a tricyclic aromatic ring structure selected from the group consisting of~~





~~which is substituted or unsubstituted by halogen, up to per-halosubstitution, and wherein~~

n = 0-3 and

each ~~X~~ $\underline{X^1}$ is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, and~~ substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, and substituted C_3-C_{10} cycloalkyl, ~~substituted C_4-C_{23} alkheteroaryl and -Y-Ar;~~

wherein if ~~X~~ $\underline{X^1}$ is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl~~,~~ and up to per-halosubstituted C_3-C_{10} cycloalkyl, ~~up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,~~

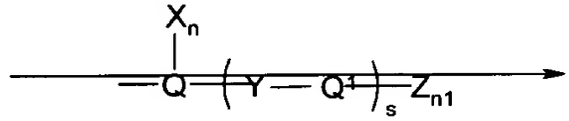
wherein Y is - O-, -S-, $-N(R^5)$-, $-(CH_2)_m$-, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5R^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a_2$-, $-S-(CH_2)_m$- and $-N(R^5)(CH_2)_m$-,

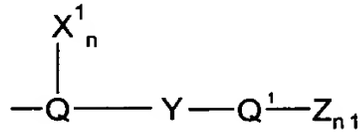
m = 1-3, and X^a is halogen; and

Ar is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl,

isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur~~ which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, $-SO_2R^5$, $-SO_2R^5R^{5'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, ~~C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl,~~ substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, ~~substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;~~ wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxyl, and C_3-C_{10} cycloalkyl, ~~, C_3-C_{13} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl ,and C_7-C_{24} alkaryl.~~

67. A compound of claim 66, wherein B is





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wherein

Y is selected from the group consisting of –O-, -S-, $-CH_2$-, $-SCH_2$-, $-CH_2S$-,

-CH(OH)-, -C(O)-, -CX^a_2, -CX^aH-, -CH_2O- and -OCH_2-,

X^a is halogen,

Q is phenyl or pyridinyl ~~a six member aromatic structure containing 0-2 nitrogen;~~ substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, ~~a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S,~~ unsubstituted or unsubstituted by halogen up to per-halosubstitution,

X^1 is C_1-C_4 alkyl or halosubstituted C_1-C_4 alkyl up to per halo, and

~~X,~~ Z, n and n1 are as defined in claim 66 ~~and s is 0 or 1~~.

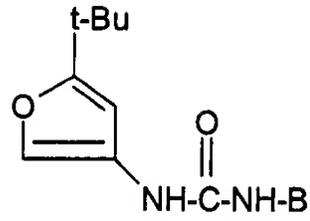
68. A compound of claim 67, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, optionally substituted ~~or unsubstituted~~ by halogen, up to per-halo, ~~or -Y-Q^1 is phthalimidinyl substituted or unsubstituted by halogen up to per-halosubstitution,~~ X^1 is as defined in claim 67 and

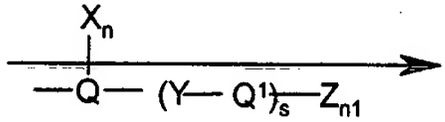
Z ~~and X are independently~~ is selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, and C_3-C_6-cycloalkyl ~~and C_6-C_{10}-aryl,~~ wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

69. A compound of the formula



wherein B is as defined in claim ~~66~~ 1.

70. A compound as in claim 67, ~~wherein B is of the formula~~



wherein Q is phenyl optionally substituted by halogen up to per-halosubstitution, Q^1 is phenyl or pyridinyl optionally substituted by halogen up to per-halosubstitution, and Y is –O- or -S-, X^1 is as defined in claim 67, Z is –Cl or -OCH_3, n = 0, s = 0 and n1 = 0-2.